

RECORDATION NO.

25377-A  
FILED

DEC 28 '04

1-06 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

December 28, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of December 27, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Assign<sup>cc</sup>~~ee~~: Fleet Capital Corporation  
One Financial Plaza  
Providence, RI 02903

Assign<sup>cc</sup>~~ee~~: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, OH 43537

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed documents is:

14 railcars within the series AEX 8504 – AEX 9157

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of December 27, 2004, by and between The Andersons, Inc., 480 W. Dussel Drive, Maumee, Ohio 43537 ("Assignor") and Fleet Capital Corporation, One Financial Plaza, Mail Stop RIDE 03710C Providence, Rhode Island 02903 ("Assignee").

WHEREAS, Assignor as Lessor and Jack Daniel Distillery, Lem Motlow Prop., Inc., as Lessee have heretofore entered into that certain Full Service Lease Agreement, dated effective August 30, 2004, and Rider Deal #R00305, dated effective August 30, 2004, (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number \_\_\_\_\_.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

[Signature Pages To Follow]

ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith  
Gary Smith  
Title: Vice President, Finance and Treasurer

STATE OF OHIO           )  
COUNTY OF LUCAS    ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 27th day of December, 2004.

Elizabeth J. Hall  
Notary Public  
My Commission Expires: \_\_\_\_\_

ELIZABETH J. HALL  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date  
Section 147.01, C.R.C.

ASSIGNEE: FLEET CAPITAL CORPORATION

By: Patricia Smith-Disu

Print Name: Patricia Smith-Disu  
Vice President

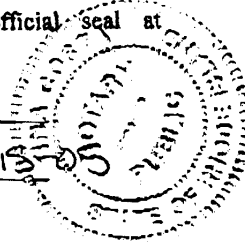
Title: \_\_\_\_\_

STATE OF Rhode Island )  
COUNTY OF Providence ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Patricia Smith-Disu the Vice-President of Fleet Capital Corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Providence, Rhode Island this 28<sup>th</sup> day of December, 2004.

Dina Costa  
Notary Public  
My Commission Expires: 11-13-05




**EXHIBIT A**  
**Jack Daniels**  
**Deal # R00305**  
**Car Description**  
**5701 cu. ft. Covered**  
**Hoppers**

Car Number		
1	AEX	8504
2	AEX	8523
3	AEX	8553
4	AEX	9095
5	AEX	9096
6	AEX	9103
7	AEX	9122
8	AEX	9125
9	AEX	9131
10	AEX	9136
11	AEX	9139
12	AEX	9140
13	AEX	9154
14	AEX	9157

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/28/04

  
\_\_\_\_\_  
Robert W. Alvord